

EXHIBIT BB

11/8/2018

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Requested Stockholder Approval of Excess Payments

For each of the Disqualified Individuals below, we are submitting for Stockholder Approval the Excess Payments in amounts up to and including the estimated value set forth in the last column of the following table:

Disqualified Individual	Base Amount	Limit (2.99 times the Base Amount)	Estimated Aggregate Section 280G Value of All Parachute Payments ("Aggregate Payments")	Estimated Value of Excess Payments for Stockholder Approval (Amount by which the Aggregate Payments exceed the Limit)
Jeffrey R. Binder	\$ 1,773,880	\$ 5,303,902	\$ 48,549,791	\$ 43,245,889
Daniel P. Florin	\$ 813,090	\$ 2,431,141	\$ 12,263,432	\$ 9,832,292
Adam R. Johnson	\$ 562,494	\$ 1,681,857	\$ 9,259,070	\$ 7,577,213
Bareld J. Doedens	\$ 461,662	\$ 1,380,371	\$ 5,584,834	\$ 4,204,463
Bradley J. Tandy	\$ 635,900	\$ 1,901,341	\$ 6,072,180	\$ 4,170,839
Robin T. Barney	\$ 621,655	\$ 1,858,749	\$ 8,417,300	\$ 6,558,550
Daniel E. Williamson	\$ 427,069	\$ 1,276,936	\$ 6,796,907	\$ 5,519,970
Wilber C. Boren, IV	\$ 469,265	\$ 1,403,102	\$ 6,521,341	\$ 5,118,239
Hadi Saleh	\$ 112,734	\$ 337,075	\$ 5,498,141	\$ 5,161,066
Stuart Kleopfer	\$ 558,065	\$ 1,668,614	\$ 8,614,739	\$ 6,946,125
John M. McDaniel	\$ 319,887	\$ 956,463	\$ 3,123,984	\$ 2,167,521
Pat Richardson	\$ 418,516	\$ 1,251,363	\$ 4,680,409	\$ 3,429,047
Jon Serbousek	\$ 774,380	\$ 2,315,395	\$ 7,860,116	\$ 5,544,721
Margaret J. Taylor	\$ 472,705	\$ 1,413,388	\$ 5,460,054	\$ 4,046,666
Marcia A. Friesen	\$ 467,709	\$ 1,398,450	\$ 3,323,258	\$ 1,924,808
Daniel P. Hann	\$ 558,014	\$ 1,668,461	\$ 6,287,541	\$ 4,619,080
Stephen Deitsch	\$ 635,153	\$ 1,899,107	\$ 2,024,791	\$ 125,684
Lance Perry	\$ 463,512	\$ 1,385,901	\$ 3,917,110	\$ 2,531,210
James Cloar	\$ 488,809	\$ 1,461,539	\$ 2,694,398	\$ 1,232,860
Kevin Stone	\$ 390,076	\$ 1,166,328	\$ 3,341,864	\$ 2,175,536
William Kolter	\$ 418,387	\$ 1,250,976	\$ 3,045,895	\$ 1,794,919
James Lancaster	\$ 363,152	\$ 1,085,824	\$ 3,458,518	\$ 2,372,694
Robert D. Delp	\$ 333,447	\$ 997,008	\$ 3,106,603	\$ 2,109,595
Robert E. Vitoux, Jr.	\$ 378,121	\$ 1,130,583	\$ 1,376,037	\$ 245,454
Joel C. Higgins	\$ 337,168	\$ 1,008,132	\$ 2,647,148	\$ 1,639,017
Ashok Srinivasan	\$ 364,274	\$ 1,089,180	\$ 1,264,748	\$ 175,568
Michael T. Hodges	\$ 325,086	\$ 972,007	\$ 1,282,075	\$ 310,068
Edward Sabin	\$ 380,966	\$ 1,139,089	\$ 1,396,462	\$ 257,373
Aurelien J. Bruneau	\$ 323,105	\$ 966,083	\$ 2,418,464	\$ 1,452,381
Robert J. Hall	\$ 336,020	\$ 1,004,700	\$ 1,494,976	\$ 490,276
Todd O. Davis	\$ 345,221	\$ 1,032,209	\$ 3,513,584	\$ 2,481,375
John R. Enneking	\$ 339,888	\$ 1,016,266	\$ 1,705,760	\$ 689,493
John Susaraba	\$ 309,029	\$ 923,998	\$ 2,035,335	\$ 35
Javier Castaneda	\$ 156,484	\$ 467,888	\$ 1,335,662	\$ 62
Stephen Herrington	\$ 301,649	\$ 901,929	\$ 1,458,585	\$ 58
Todd Dawson	\$ 334,324	\$ 999,628	\$ 1,294,949	\$ 94
James Diller	\$ 251,695	\$ 752,568	\$ 829,229	\$ 29
Julie Brubaker	\$ 170,623	\$ 510,163	\$ 669,048	\$ 158,885
Jonathan Grandon	\$ 345,509	\$ 1,033,073	\$ 3,359,159	\$ 2,326,085
Dean Trippiedi	\$ 364,380	\$ 1,089,497	\$ 1,647,945	\$ 558,447
Duncan Fatkin	\$ 334,972	\$ 1,001,566	\$ 1,663,511	\$ 661,945
James Haney	\$ 494,409	\$ 1,478,282	\$ 2,697,948	\$ 1,219,665
Paul J. D'Antonio	\$ 246,419	\$ 736,792	\$ 952,283	\$ 215,491

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If the Disqualified Individual has waived his or her right to receive the Excess Payments described above, and if the required Stockholder Approval is obtained with respect to such Excess Payments, each of the above Disqualified Individuals will retain his or her right to receive his or her Excess Payments. In the event Stockholder Approval of such Excess Payments is not obtained by a vote as required under the Statute and Regulations, to the extent a Disqualified Individual has waived the receipt of his or her Excess Payments, such Excess Payments will be forfeited by such Disqualified Individual.

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Appendix A

Estimated Section 280G Value – LVB Stock Options and LVB Stock-Based Awards

The calculations set forth herein are solely for purposes of the consent solicitation and Stockholder Approval. The actual amounts to be received by the Disqualified Individuals in respect of Options and Stock-Based Awards may be materially different based on the actual consideration to be received which will be calculated as of the closing date of the merger in accordance with the Merger Agreement. We are asking for Stockholder Approval for amounts up to and including the Estimated 280G Value for these awards.

Disqualified Individual	Grant Date	Type	Value of Award	Exercise Price	Estimated Section 280G Value
Jeffrey R. Binder	7/31/12	Options	\$ 1,495,200	\$ 7.88	\$ 1,133,218
	7/31/12	Restricted Stock Units	\$42,000,000	n/a	\$42,000,000
Daniel P. Florin	7/31/12	Options	\$ 297,260	\$ 7.88	\$ 239,946
	7/31/12	Restricted Stock Units	\$ 8,475,000	n/a	\$ 8,475,000
Adam R. Johnson	7/31/12	Options	\$ 62,300	\$ 7.88	\$ 47,217
	7/31/12	Restricted Stock Units	\$ 5,400,000	n/a	\$ 5,400,000
	08/08/12	Options	\$ 534,000	\$ 7.88	\$ 200,669
	08/08/12	Restricted Stock Units	\$ 1,575,000	n/a	\$ 1,575,000
Bareld J. Doedens	03/22/13	Options	\$ 2,545,400	\$ 7.88	\$ 1,207,979
	03/22/13	Restricted Stock Units	\$ 2,250,000	n/a	\$ 2,250,000
Bradley J. Tandy	07/31/12	Options	\$ 178,000	\$ 7.88	\$ 134,907
	07/31/12	Restricted Stock Units	\$ 5,100,000	n/a	\$ 5,100,000
Robin T. Barney	07/31/12	Options	\$ 236,740	\$ 7.88	\$ 179,426
	07/31/12	Restricted Stock Units	\$ 5,850,000	n/a	\$ 5,850,000
Daniel E. Williamson	07/31/12	Options	\$ 106,800	\$ 7.88	\$ 80,944
	07/31/12	Restricted Stock Units	\$ 3,075,000	n/a	\$ 3,075,000
	04/01/14	Options	\$ 837,500	\$ 8.30	\$ 379,469
	04/01/14	Restricted Stock Units	\$ 1,050,000	n/a	\$ 1,050,000
Wilber C. Boren, IV	07/31/12	Options	\$ 71,200	\$ 7.88	\$ 53,963
	07/31/12	Restricted Stock Units	\$ 4,500,000	n/a	\$ 4,500,000
	11/07/12	Options	\$ 213,600	\$ 7.88	\$ 85,306
	11/07/12	Restricted Stock Units	\$ 450,000	n/a	\$ 450,000
Hadi Saleh	07/31/12	Options	\$ 102,497	\$ 7.88	\$ 52,428
	07/31/12	Restricted Stock Units	\$ 2,100,000	n/a	\$ 2,100,000
	11/07/12	Options	\$ 427,200	\$ 7.88	\$ 170,611
	11/07/12	Restricted Stock Units	\$ 1,650,000	n/a	\$ 1,650,000
Stuart Kleopfer	07/31/12	Options	\$ 106,800	\$ 7.88	\$ 80,944
	11/07/12	Options	\$ 427,200	\$ 7.88	\$ 170,611
	11/07/12	Restricted Stock Units	\$ 5,850,000	n/a	\$ 5,850,000
John M. McDaniel	07/31/12	Options	\$ 82,859	\$ 7.88	\$ 56,243
	07/31/12	Restricted Stock Units	\$ 1,950,000	n/a	\$ 1,950,000
	01/17/13	Restricted Stock Units	\$ 750,000	n/a	\$ 750,000
Pat Richardson	07/31/12	Options	\$ 117,480	\$ 7.88	\$ 89,039
	07/31/12	Restricted Stock Units	\$ 2,100,000	n/a	\$ 2,100,000
	03/27/13	Restricted Stock Units	\$ 1,050,000	n/a	\$ 1,050,000

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<u>Disqualified Individual</u>	<u>Grant Date</u>	<u>Type</u>	<u>Value of Award</u>	<u>Exercise Price</u>	<u>Estimated Section 280G Value</u>
Jon Serbousek	07/31/12	Options	\$ 726,240	\$ 7.88	\$ 501,925
	07/31/12	Restricted Stock Units	\$5,400,000	n/a	\$5,400,000
Margaret J. Taylor	07/31/12	Options	\$ 117,480	\$ 7.88	\$ 89,039
	07/31/12	Restricted Stock Units	\$3,825,000	n/a	\$3,825,000
Marcia A. Friesen	08/02/12	Options	\$ 961,200	\$ 7.88	\$ 361,204
	08/02/12	Restricted Stock Units	\$2,250,000	n/a	\$2,250,000
Daniel P. Hann	07/31/12	Options	\$ 106,800	\$ 7.88	\$ 106,800
	07/31/12	Restricted Stock Units	\$4,350,000	n/a	\$4,350,000
Stephen Deitsch	04/17/14	Options	\$ 971,250	\$ 9.45	\$ 440,071
	04/17/14	Restricted Stock Units	\$1,125,000	n/a	\$1,125,000
Lance Perry	01/01/12	Restricted Stock Units	\$3,150,000	n/a	\$3,150,000
	07/31/12	Options	\$ 170,168	\$ 7.88	\$ 124,706
James Cloar	03/27/13	Options	\$1,104,668	\$ 7.88	\$ 384,357
	03/27/13	Restricted Stock Units	\$1,875,000	n/a	\$1,875,000
Kevin Stone	01/01/12	Restricted Stock Units	\$1,650,000	n/a	\$1,650,000
	07/31/12	Options	\$ 201,727	\$ 7.88	\$ 100,865
	11/07/12	Restricted Stock Units	\$1,050,000	n/a	\$1,050,000
William Kolter	07/31/12	Options	\$ 95,675	\$ 7.88	\$ 61,022
	01/01/12	Restricted Stock Units	\$1,650,000	n/a	\$1,650,000
	03/27/13	Restricted Stock Units	\$ 750,000	n/a	\$ 750,000
James Lancaster	07/31/12	Options	\$ 114,632	\$ 7.88	\$ 78,395
	07/31/12	Restricted Stock Units	\$2,925,000	n/a	\$2,925,000
Robert D. Delp	01/01/12	Restricted Stock Units	\$1,425,000	n/a	\$1,425,000
	07/31/12	Options	\$ 48,060	\$ 7.88	\$ 32,886
	11/07/12	Restricted Stock Units	\$1,200,000	n/a	\$1,200,000
Robert E. Vitoux, Jr.	01/01/12	Restricted Stock Units	\$ 900,000	n/a	\$ 900,000
	07/31/12	Options	\$ 62,078	\$ 7.88	\$ 42,478
Joel C. Higgins	01/01/12	Restricted Stock Units	\$2,100,000	n/a	\$2,100,000
	07/31/12	Options	\$ 89,000	\$ 7.88	\$ 55,641
Ashok Srinivasan	01/01/12	Restricted Stock Units	\$ 750,000	n/a	\$ 750,000
	07/31/12	Options	\$ 28,035	\$ 7.88	\$ 19,184
	10/03/13	Options	\$ 27,400	\$ 8.15	\$ 27,400
Michael T. Hodges	01/01/12	Restricted Stock Units	\$ 825,000	n/a	\$ 825,000
	07/31/12	Options	\$ 106,800	\$ 7.88	\$ 73,813
Edward Sabin	01/01/12	Restricted Stock Units	\$ 750,000	n/a	\$ 750,000
	07/31/12	Options	\$ 67,284	\$ 7.88	\$ 49,132
	03/27/13	Options	\$ 115,700	\$ 7.88	\$ 54,908
Aurelien J. Bruneau	01/01/12	Restricted Stock Units	\$1,050,000	n/a	\$1,050,000
	07/31/12	Options	\$ 82,022	\$ 7.88	\$ 54,489
	11/07/12	Options	\$ 213,600	\$ 7.88	\$ 85,306
	11/07/12	Restricted Stock Units	\$ 825,000	n/a	\$ 825,000

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